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W.F. H. CLK.

PREPARED BY:
Richard C. Raines
Wyatt, Tarrant & Combs
6075 Poplar Avenue, Suite 650
Memphis, TN 38119
901-537-1019

RETURN TO:

Store No. 22

CERTIFICATE OF TRUST AGREEMENT

THIS Certificate of Trust Agreement which conveys or entrusts an interest in real property is lodged for record with the Clerk of the Chancery Court of DeSoto County, Mississippi, in lieu of the entire Trust Agreement, in accordance with the provisions of Section 91-9-7 of the Mississippi Code of 1972 Annotated.

The name of the trust is the WILLIAM O. PLYLER REVOCABLE TRUST, dated September 29, 1999, executed by William O. Plyler, as grantor.

The mailing address of the office, and the name and mailing address of the trustee is William O. Plyler, 407 Greenway Road, Memphis, Tennessee 38120.

The name and mailing address of the grantor is William O. Plyler, 407 Greenway Road, Memphis, TN 38120.

A legally sufficient description of all interests in real property owned by or conveyed to the trust is all right, title and interest of grantor in and to the property lying and being situated in DeSoto County, Mississippi, more particularly described on Exhibit "A" attached hereto and incorporated herein by reference.

The anticipated date of termination of the trust is upon the first to occur of revocation of the trust by grantor or death of grantor.

The general powers granted to the trustee are as follows: (1) The Trustee may sell or exchange any real or personal property contained in the trust, for cash or credit, at public or private sale, and with such warranties or indemnifications as the Trustee may deem advisable; (2) The Trustee may grant security interests and execute all instruments creating such interests upon such terms as the Trustee may deem advisable; (3) The Trustee may make all tax elections and allocations the Trustee may consider appropriate; however, this authority is exercisable only in a fiduciary capacity and may not be used to enlarge or shift any beneficial interest. All tax elections and allocations made by the Trustee in good faith shall not require equitable adjustments; and (4) The Trustee herein is authorized to exercise the introductory paragraph and the thirty-two (32)

enumerated powers found in the 1963 Public Acts of the State of Tennessee, Chapter 110, Section 3 (Tennessee Code Annotated, Sec. 35-50-110), and I hereby incorporate by reference said Code Section in its entirety as completely as if copied herein verbatim. These powers are granted, notwithstanding that said statute may be amended or repealed hereafter; provided, however, no power granted in said statute may allow the Trustee to do any act which is in contradiction to Articles III, IV or V or any other act which would or cause this trust to not qualify as a qualified subchapter S trust (QSST) as described in Section 1361 of the Internal Revenue Code of 1986.

EXECUTED by the trustee and grantor of the trust, this 14th day of October, 1999.

TRUSTEE:

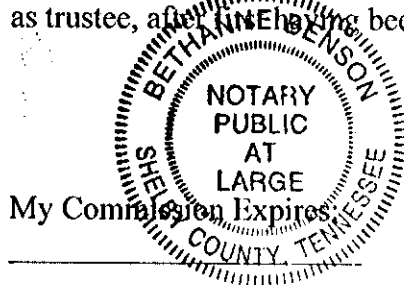
William O. Plyler
WILLIAM O. PLYLER

GRANTOR:

William O. Plyler
WILLIAM O. PLYLER

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, the undersigned authority in and for the said County and State, on this the 14th day of October, 1999, within my jurisdiction, the within named William O. Plyler, who acknowledged that he is the trustee of the William O. Plyler Revocable Trust dated September 29, 1999, and that he executed the above and foregoing instrument in his capacity as trustee, after having been duly authorized so to do.

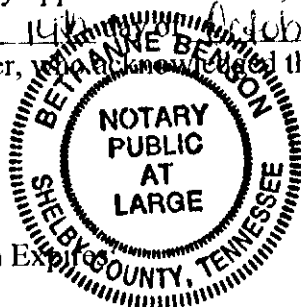


Bethanne Benson
Notary Public

MY COMMISSION EXPIRES AUG. 13, 2002

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, the undersigned authority in and for the said County and State, on this the 14th day of October, 1999, within my jurisdiction, the within named William O. Plyler, who acknowledged that he executed the above and foregoing instrument.



Bethanne Benson
Notary Public

My Commission Expires

MY COMMISSION EXPIRES AUG. 13, 2002